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ACCOUNT NO. : 072100000032

REFERENCE : 959851 7164619

AUTHORIZATION : Patricia Figue

COST LIMIT : \$ 70.00

ORDER DATE : September 14, 1998

ORDER TIME : 10:12 AM

ORDER NO. : 959851-005

CUSTOMER NO: 7164619

CUSTOMER: Ms. Debra Brooke
MS. DEBRA BROOKE

350 North Shore Drive

Miami, FL 33134

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 14 AM 8:42

900002639119-4

DOMESTIC FILING

NAME: LILITH FARE INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

RECEIVED
98 SEP 14 PM 3:29
DIVISION OF CORPORATIONS

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 14 AM 8:42

ARTICLES OF INCORPORATION
OF

LILITH FARE INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: _____

LILITH FARE INC.

The address of the principal office of this corporation shall be 350 North Shore Drive, Miami, Florida 33134, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This Corporation shall have one Director, initially. The names and addresses of the initial members of the Board of Directors are:

Debra L. Brooke : 350 North Shore Drive,
Miami, Florida 33134

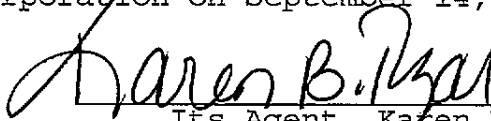
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ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to
these Articles of Incorporation:

The Company Corporation
1013 Centre Road
Wilmington, Delaware 19805

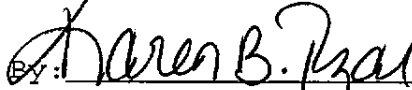
The undersigned incorporator has executed these
Articles of Incorporation on September 14, 1998.



Its Agent, Karen B. Rozar
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware
corporation authorized to transact business in this
State, having a business office identical with the
registered office of the corporation named above, and
having been designated as the Registered Agent in the
above and foregoing Articles, is familiar with and
accepts the obligations of the position of Registered
Agent under Section 607.0505, Florida Statutes.

By: 

Its Agent, Karen B. Rozar
Authorized Service Representative
Corporation Service Company

KLL/STACY L EARNEST